



QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2008

OF THE CONDITION AND AFFAIRS OF THE

Memphis Managed Care Corp

NAIC Group Code 0000 (Current Period) NAIC Company Code 00000 (Prior Period) Employer's ID Number 621539163

Organized under the Laws of Tennessee, State of Domicile or Port of Entry Tennessee

Country of Domicile US

Licensed as business type:

Life Accident and Health [] Property/Casualty [] Hospital, Medical and Dental Service or Indemnity []
Dental Service Corporation [] Vision Service Corporation []
Health Maintenance Organization [X] Is HMO Federally Qualified? Yes () No (X) Other []

Incorporated/Organized July 7, 1993 Commenced Business January 1, 1994

Statutory Home Office 1407 Union Ave, Memphis, Tennessee 38104
(Street and Number, City or Town, State and Zip Code)

Main Administrative Office 1407 Union Ave, Memphis, Tennessee 38104
(Street and Number, City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address 1407 Union Ave, Memphis, Tennessee 38104
(Street and Number, City or Town, State and Zip Code)

Primary Location of Books and Records 1407 Union Ave, Memphis, Tennessee 38104
(Street and Number, City or Town, State and Zip Code)
(Area Code) (Telephone Number)

Internet Website Address N/A

Statutory Statement Contact Jim Proctor (Name) 901-515-3003 (Area Code) (Telephone Number) (Extension)
jproctor@mmcc-tlc.com (E-Mail Address) (Fax Number)

OFFICERS

Steven Burkett (President & CEO)
Jeff Brandon (Secretary)

OTHER OFFICERS

DIRECTORS OR TRUSTEES

Peggy Allen
Jeff Brandon
Steven Burkett
Brenda Jeter
Veronica T Mallet, MD
Stuart Polly, MD
Sylvester Reeder

State of Tennessee } SS
County of Shelby

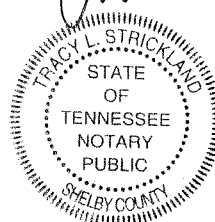
The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively.

Steven Burkett
Steven Burkett
President & CEO

Jeff Brandon
Jeff Brandon
Secretary

Subscribed and sworn to before me this
day of

11/25/2008
Tracy L Strickland



- a. Is this an original filing? Yes (X) No ()
b. If no: 1. State the amendment number _____
2. Date filed _____
3. Number of pages attached _____

ASSETS

	Current Statement Date			4 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Col. 1 minus Col. 2)	
1. Bonds	896,544		896,544	814,032
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks				
3. Mortgage loans on real estate:				
3.1 First liens				
3.2 Other than first liens				
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)				
4.2 Properties held for the production of income (less \$ encumbrances)				
4.3 Properties held for sale (less \$ encumbrances)				
5. Cash (\$ 7,176,159), cash equivalents (\$) and short-term investments (\$)	7,176,159		7,176,159	6,437,119
6. Contract loans (including \$ premium notes)				
7. Other invested assets	1,201,999		1,201,999	1,200,609
8. Receivables for securities				
9. Aggregate write-ins for invested assets				
10. Subtotals, cash and invested assets (Line 1 to Line 9)	9,273,702		9,273,702	8,451,760
11. Title plants less \$ charged off (for Title insurers only)				
12. Investment income due and accrued	8,159		8,159	8,027
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection				
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)				
13.3 Accrued retrospective premiums				
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers				
14.2 Funds held by or deposited with reinsured companies				
14.3 Other amounts receivable under reinsurance contracts				
15. Amounts receivable relating to uninsured plans	781,330		781,330	1,391,737
16.1 Current federal and foreign income tax recoverable and interest thereon				
16.2 Net deferred tax asset				
17. Guaranty funds receivable or on deposit				
18. Electronic data processing equipment and software				
19. Furniture and equipment, including health care delivery assets (\$)				
20. Net adjustment in assets and liabilities due to foreign exchange rates				
21. Receivables from parent, subsidiaries and affiliates	3,000	3,000		
22. Health care (\$) and other amounts receivable	570,166	570,166		1,234,159
23. Aggregate write-ins for other than invested assets				
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Line 10 to Line 23)	10,636,357	573,166	10,063,191	11,085,683
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
26. Totals (Line 24 and Line 25)	10,636,357	573,166	10,063,191	11,085,683
DETAILS OF WRITE-INS				
0901.				
0902.				
0903.				
0996. Summary of remaining write-ins for Line 9 from overflow page				
0999. Totals (Line 0901 through Line 0903 plus Line 0996) (Line 9 above)				
2301.				
2302.				
2303.				
2396. Summary of remaining write-ins for Line 23 from overflow page				
2399. Totals (Line 2301 through Line 2303 plus Line 2396) (Line 23 above)				

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE Memphis Managed Care Corp

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded)				
2. Accrued medical incentive pool and bonus amounts				
3. Unpaid claims adjustment expenses				
4. Aggregate health policy reserves				
5. Aggregate life policy reserves				
6. Property/casualty unearned premium reserve				
7. Aggregate health claim reserves				
8. Premiums received in advance				
9. General expenses due or accrued	1,500,000		1,500,000	853,392
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))				
10.2 Net deferred tax liability				
11. Ceded reinsurance premiums payable				
12. Amounts withheld or retained for the account of others				7,633
13. Remittances and items not allocated				
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)				
15. Amounts due to parent, subsidiaries and affiliates				162,451
16. Payable for securities				
17. Funds held under reinsurance treaties with (\$ authorized reinsurers and \$ unauthorized reinsurers)				
18. Reinsurance in unauthorized companies				
19. Net adjustments in assets and liabilities due to foreign exchange rates				
20. Liability for amounts held under uninsured plans	450,524		450,524	756,509
21. Aggregate write-ins for other liabilities (including \$ current)				
22. Total liabilities (Line 1 to Line 21)	1,950,524		1,950,524	1,779,985
23. Aggregate write-ins for special surplus funds	XXX	XXX		
24. Common capital stock	XXX	XXX		
25. Preferred capital stock	XXX	XXX		
26. Gross paid in and contributed surplus	XXX	XXX	3,699,498	3,699,498
27. Surplus notes	XXX	XXX		
28. Aggregate write-ins for other than special surplus funds	XXX	XXX		
29. Unassigned funds (surplus)	XXX	XXX	4,413,169	5,606,199
30. Less treasury stock, at cost:				
30.1 shares common (value included in Line 24 \$)	XXX	XXX		
30.2 shares preferred (value included in Line 25 \$)	XXX	XXX		
31. Total capital and surplus (Line 23 to Line 29 minus Line 30)	XXX	XXX	8,112,667	9,305,697
32. Total Liabilities, capital and surplus (Line 22 and Line 31)	XXX	XXX	10,063,191	11,085,682
DETAILS OF WRITE-INS				
2191.				
2192.				
2193.				
2198. Summary of remaining write-ins for Line 21 from overflow page				
2199. Totals (Line 2101 through Line 2103 plus Line 2198) (Line 21 above)				
2301.	XXX	XXX		
2302.	XXX	XXX		
2303.	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX		
2399. Totals (Line 2301 through Line 2303 plus Line 2398) (Line 23 above)	XXX	XXX		
2801.	XXX	XXX		
2802.	XXX	XXX		
2803.	XXX	XXX		
2898. Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX		
2899. Totals (Line 2801 through Line 2803 plus Line 2898) (Line 28 above)	XXX	XXX		

STATEMENT OF REVENUE AND EXPENSES

	Current Year to Date		Prior Year to Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	XXX			2,054,603
2. Net premium income (including \$ non-health premium income)	XXX			
3. Change in unearned premium reserves and reserve for rate credits	XXX			
4. Fee-for-service (net of \$ medical expenses)	XXX			
5. Risk revenue	XXX			
6. Aggregate write-ins for other health care related revenues	XXX			
7. Aggregate write-ins for other non-health revenues	XXX		4,002	10,537,867
8. Total revenues (Line 2 to Line 7)	XXX		4,002	10,537,867
Hospital and Medical:				
9. Hospital/medical benefits				
10. Other professional services				
11. Outside referrals				
12. Emergency room and out-of-area				
13. Prescription drugs				
14. Aggregate write-ins for other hospital and medical				
15. Incentive pool, withhold adjustments and bonus amounts				
16. Subtotal (Line 9 to Line 15)				
Less:				
17. Net reinsurance recoveries				
18. Total hospital and medical (Line 16 minus Line 17)				
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$ cost containment expenses				
21. General administrative expenses		1,608,201	(2,744,546)	(3,297,410)
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only)				
23. Total underwriting deductions (Line 18 through Line 22)		1,608,201	(2,744,546)	(3,297,410)
24. Net underwriting gain or (loss) (Line 8 minus Line 23)	XXX	(1,608,201)	2,748,548	13,835,277
25. Net investment income earned		257,547	880,839	1,250,062
26. Net realized capital gains (losses) less capital gains tax of \$				
27. Net investment gains (losses) (Line 25 plus Line 26)		257,547	880,839	1,250,062
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]				
29. Aggregate write-ins for other income or expenses				
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Line 24 plus Line 27 plus Line 28 plus Line 29)	XXX	(1,350,654)	3,629,387	15,085,339
31. Federal and foreign income taxes incurred	XXX			
32. Net income (loss) (Line 30 minus Line 31)	XXX	(1,350,654)	3,629,387	15,085,339
DETAILS OF WRITE-INS				
0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX			
0699. Totals (Line 0601 through Line 0603 plus Line 0698) (Line 6 above)	XXX			
0701. Gain on Sale of Assets	XXX			10,537,867
0702. Revenue from sale of Assets	XXX		4,002	
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX			
0799. Totals (Line 0701 through Line 0703 plus Line 0798) (Line 7 above)	XXX		4,002	10,537,867
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page				
1499. Totals (Line 1401 through Line 1403 plus Line 1498) (Line 14 above)				
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page				
2999. Totals (Line 2901 through Line 2903 plus Line 2998) (Line 29 above)				

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE Memphis Managed Care Corp
STATEMENT OF REVENUE AND EXPENSES (continued)

CAPITAL AND SURPLUS ACCOUNT	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
33. Capital and surplus prior reporting year	9,305,697	26,539,158	30,209,838
34. Net income (loss) from Line 32	(1,350,653)	5,563,137	15,085,339
35. Change in valuation basis of aggregate policy and claims reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$			
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax			
39. Change in nonadmitted assets	157,561	(628,750)	1,190,520
40. Change in unauthorized reinsurance			
41. Change in treasury stock			
42. Change in surplus notes			
43. Cumulative effect of changes in accounting principles			
44. Capital Changes:			
44.1 Paid in			
44.2 Transferred from surplus (Stock Dividend)			
44.3 Transferred to surplus			
45. Surplus adjustments:			
45.1 Paid in			
45.2 Transferred to capital (Stock Dividend)			
45.3 Transferred from capital			
46. Dividends to stockholders			(37,180,000)
47. Aggregate write-ins for gains or (losses) in surplus		1,266,197	
48. Net change in capital and surplus (Line 34 to Line 47)	(1,193,092)	6,200,584	(20,904,141)
49. Capital and surplus end of reporting period (Line 33 plus Line 48)	8,112,605	32,739,742	9,305,697
DETAILS OF WRITE-INS			
4701. Audit Adjustment		1,266,197	
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page			
4799. Totals (Line 4701 through Line 4703 plus Line 4798) (Line 47 above)		1,266,197	

CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations		
1. Premiums collected net of reinsurance		
2. Net investment income	249,387	1,358,306
3. Miscellaneous income		10,537,867
4. Total (Line 1 through Line 3)	249,387	11,896,173
5. Benefit and loss related payments	500	
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		
7. Commissions, expenses paid and aggregate write-ins for deductions	(490,153)	(7,325,016)
8. Dividends paid to policyholders		
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)		
10. Total (Line 5 through Line 9)	(489,653)	(7,325,016)
11. Net cash from operations (Line 4 minus Line 10)	739,040	19,221,189
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds		31,020,139
12.2 Stocks		
12.3 Mortgage loans		
12.4 Real estate		
12.5 Other invested assets		
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments		
12.7 Miscellaneous proceeds		214,577
12.8 Total investment proceeds (Line 12.1 through Line 12.7)		31,234,716
13. Cost of investments acquired (long-term only):		
13.1 Bonds		11,148,377
13.2 Stocks		
13.3 Mortgage loans		
13.4 Real estate		
13.5 Other invested assets		
13.6 Miscellaneous applications		293,154
13.7 Total investments acquired (Line 13.1 through Line 13.6)		11,441,531
14. Net increase or (decrease) in contract loans and premium notes		
15. Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14)		19,793,185
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes		
16.2 Capital and paid in surplus, less treasury stock		
16.3 Borrowed funds		
16.4 Net deposits on deposit-type contracts and other insurance liabilities		(37,180,000)
16.5 Dividends to stockholders		1,045,719
16.6 Other cash provided (applied)		
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)		(38,225,719)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17)	739,040	788,655
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year	6,437,119	5,648,464
19.2 End of period (Line 18 plus Line 19.1)	7,176,159	6,437,119

Note: Supplemental disclosures of cash flow information for non-cash transactions:

20.0001		
20.0002		
20.0003		
20.0004		
20.0005		
20.0006		
20.0007		
20.0008		
20.0009		
20.0010		

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE Memphis Managed Care Corp

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital and Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year										
2. First Quarter										
3. Second Quarter										
4. Third Quarter										
5. Current Year										
6. Current Year Member Months										
Total Member Ambulatory Encounters for Period:										
7. Physician										
8. Non-Physician										
9. Total										
10. Hospital Patient Days Incurred										
11. Number of Inpatient Admissions										
12. Health Premiums Written (a)										
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned										
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services										
18. Amount Incurred for Provision of Health Care Services										

NONE

(a) For health premiums written: amount of Medicare Title XVII exempt from state taxes or fees \$

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE Memphis Managed Care Corp

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

¹ Account	² 1 - 30 Days	³ 31 - 60 Days	⁴ 61 - 90 Days	⁵ 91 - 120 Days	⁶ Over 120 Days	⁷ Total
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NONE

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE Memphis Managed Care Corp

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 plus 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)						
2. Medicare Supplement						
3. Dental only						
4. Vision only						
5. Federal Employees Health Benefits Plan						
6. Title XVIII - Medicare						
7. Title XIX - Medicaid						
8. Other health						
9. Health subtotal (Line 1 to Line 8)						
10. Healthcare receivables (a)						
11. Other non-health						
12. Medical incentive pools and bonus amounts						
13. Totals						

NONE

(a) Excludes \$ bans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies
No Change
2. Accounting Changes and Corrections of Errors
No Change
3. Business Combinations and Goodwill
No Change
4. Discontinued Operations
No Change
5. Investments
No Change
6. Joint Ventures, Partnerships and Limited Liability Companies
No Change
7. Investment Income
No Change
8. Derivative Instruments
No Change
9. Income Tax
No Change
10. Information Concerning Parent, Subsidiaries and Affiliates
No Change
11. Debt
No Change
12. Retirement Plans, Deferred Compensation, Post Employment Benefits and Compensated Absences and other Postretirement Benefit Plans
No Change
13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi Re-organizations.
No Change
14. Contingencies
No Change
15. Leases
No Change
16. Information about Financial Instruments with off Balance Sheet risk and Financial; Instruments with concentrations of Credit Risk
No Change
17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities
 - A. No Change
 - B. No Change
 - C. Memphis Managed Care Corporation did not engage in any wash sales for the quarter Ending Sept 30, 2008
18. Gain or Loss to the company from Uninsured A&H Plans and Uninsured
No Change
19. Direct Premium Written/Produced by managing general agents/third party administrators.
No Change
20. September 11 Events
No Change
21. Other Items
No Change
22. Events Subsequent
No Change
23. Reinsurance

NOTES TO FINANCIAL STATEMENTS

No Change

24. Retrospectively Rated Contracts

No Change

25. Change in Incurred Claims and Claim Adjustment Expenses

No Change

26. Intercompany Pooling Agreements

No Change

27. Structured Settlements

No Change

28. Health Care Receivables

No Change

29. Participating Policies

No Change

30. Premium Deficiency Reserves

No Change

31. Anticipated Salvage & Subrogation

No Change

NOTES TO FINANCIAL STATEMENTS (Electronic Filing Only)

4. Discontinued Operations

5. The amounts related to Discontinued Operations and the effect on the Company's Balance Sheet and Statement of Revenue and Expenses

Balance sheet

Assets

a. Line 5	Cash	\$
b. Line 26	Totals	\$

Liabilities, Surplus and Other Funds

c. Line 22	Total Liabilities	\$
d. Line 31	Total Capital and Surplus	\$
e. Line 32	Total	\$

Statement of Revenue and Expenses

f. Line 2	Premiums	\$
g. Line 22	Increase in aggregate reserves for accident and health (current year less prior year)	\$
h. Line 31	Federal and foreign income taxes incurred	\$
i. Line 26	Net realized capital gains (losses)	\$
j. Line 32	Net Income	\$

5. Investments

A. Mortgage Loans including Mezzanine Real Estate Loans

For mortgage loans, disclose the following information

	<u>Current Year</u>	<u>Prior Year</u>
4. As of year end, the Company held mortgages with investment, excluding accrued interest		\$
a. Total interest due on mortgages with interest in		\$
5. Taxes, assessments and any amounts advanced		\$
6. Current year impaired loans with a related allowance		\$
a. Related allowance for credit losses		\$
7. Impaired mortgage loans without an allowance for credit losses	\$	\$
8. Average recorded investment in impaired loans	\$	\$
9. Interest income recognized during the period the loans were impaired	\$	\$
10. Amount of interest income recognized on a cash basis during the period the loans were impaired	\$	\$
11. Allowance for credit losses:		
a. Balance at beginning of period	\$	\$
b. Additions charged to operations	\$	\$
c. Direct write-downs charged against the allowances	\$	\$
d. Recoveries of amounts previously charged off	\$	\$
e. Balance at end of period	\$	\$

B. Debt Restructuring

For restructured debt in which the company is a creditor, disclose the following:

1. The total recorded investment in restructured loans, as of year end	\$	\$
2. The realized capital losses related to these loans	\$	\$
3. Total contractual commitments to extend credit to debtors owning receivables whose terms have been modified in troubled debt restructurings	\$	\$

9. Income Taxes

A. The components of the net deferred tax asset recognized in the Company's Assets, Liabilities, Surplus and Other Funds are as follows:

	<u>Current Year</u>	<u>Prior Year</u>
1. Total of gross deferred tax assets	\$	\$
2. Total of deferred tax liabilities	\$	\$
3. Net deferred tax asset	\$	\$
4. Deferred tax asset nonadmitted	\$	\$
5. Net admitted deferred tax asset	\$	\$
6. (Increase) decrease in nonadmitted asset	\$	\$

NOTES TO FINANCIAL STATEMENTS (Continued)

(Electronic Filing Only)

10. Information Concerning Parent, Subsidiaries and Affiliates

E. Indicate the amount of any guarantees or undertakings, written or otherwise, for the benefit of an affiliate or related party that result in a material contingent exposure of the reporting entity's or any related party's assets or liabilities:

\$

12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

A. Defined Benefit Plan

A summary of assets, obligations and assumptions of the Pension and Other Postretirement Benefit Plans are as follows at December 31, of said year.

1. Change in benefit obligation

Pension Benefits

Other Benefits

	Current Year	Prior Year	Current Year	Prior Year
a. Benefit obligation at beginning of year	\$	\$	\$	\$
b. Service cost	\$	\$	\$	\$
c. Interest cost	\$	\$	\$	\$
d. Contribution by plan participants	\$	\$	\$	\$
e. Actuarial gain (loss)	\$	\$	\$	\$
f. Foreign currency exchange rate changes	\$	\$	\$	\$
g. Benefits paid	\$	\$	\$	\$
h. Plan amendments	\$	\$	\$	\$
i. Business combinations, divestitures, curtailments, settlements and special termination benefits	\$	\$	\$	\$
j. Benefit obligation at end of year	\$	\$	\$	\$
2. Change in plan assets				
a. Value of plan assets at beginning of year	\$	\$	\$	\$
b. Actual return on plan assets	\$	\$	\$	\$
c. Foreign currency exchange rate changes	\$	\$	\$	\$
d. Employer contribution	\$	\$	\$	\$
e. Plan participants' contributions	\$	\$	\$	\$
f. Benefits paid	\$	\$	\$	\$
g. Business combinations, divestitures and settlements	\$	\$	\$	\$
h. Fair value of plan assets at end of year	\$	\$	\$	\$
3. Funded status				
a. Unamortized prior service cost	\$	\$	\$	\$
b. Unrecognized net gain or (loss)	\$	\$	\$	\$
c. Remaining net obligation or net asset at initial date of application	\$	\$	\$	\$
d. Prepaid assets or accrued liabilities	\$	\$	\$	\$
e. Intangible asset	\$	\$	\$	\$
4. Accumulated benefit obligation for non-vested employees	\$	\$	\$	\$
5. Benefit obligation for non-vested employees				
a. Projected pension obligation	\$	\$	\$	\$
b. Accumulated benefit obligation	\$	\$	\$	\$
6. Components of net periodic benefit cost				
a. Service cost	\$	\$	\$	\$
b. Interest cost	\$	\$	\$	\$
c. Expected return on plan assets	\$	\$	\$	\$
d. Amortization of unrecognized transition obligation or transition asset	\$	\$	\$	\$
e. Amount of recognized gains and losses	\$	\$	\$	\$
f. Amount of prior service cost recognized	\$	\$	\$	\$
g. Amount of gain or loss recognized due to a settlement or curtailment	\$	\$	\$	\$
h. Total net periodic benefit cost	\$	\$	\$	\$

NONE

8. Weighted-average assumptions used to determine net periodic benefit cost as of Dec. 31:

	Current Year	Prior Year
a. Weighted average discount rate
b. Expected long-term rate of return on plan assets
c. Rate of compensation increase

Weighted average assumptions used to determine projected benefit obligations as of Dec. 31:

	Current Year	Prior Year
d. Weighted average discount rate
e. Rate of compensation increase

11. Assumed health care cost trend rates have a significant effect on the amounts reported for the health care plans.

A one-percentage-point change in assumed health care cost trend rates would have the following effects:

	1 Percentage Point Increase	1 Percentage Point Decrease
a. Effect on total of service and interest cost components	\$	\$
b. Effect on postretirement benefit obligation	\$	\$

12. The defined benefit pension plan asset allocation as of the measurement date and the target asset allocation, presented as a percentage of total plan assets were as follows:

	Current Year	Prior Year	Target Allocation
a. Debt Securities % % % to
b. Equity Securities % % % to
c. Real Estate % % % to
d. Other % % % to
e. Total % % %

13. The following estimated future payments, which reflect expected future service, as appropriate, are expected to be paid in the years indicated:

Years	Amount
1.	\$
2.	\$
3.	\$
4.	\$
5.	\$
6. Thereafter Total	\$

13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

9. The portion of unassigned funds (surplus) represented or reduced by cumulative unrealized gains and losses:

\$

14. Contingencies

A. Contingent Commitments

1. Total contingent liabilities:

\$

D. Claims related extra contractual obligations and bad faith losses stemming from lawsuits

The company paid the following amounts in the reporting period to settle claims related extra contractual obligations or bad faith claims stemming from lawsuits.

1. Claims related ECO and bad faith losses paid during the reporting period

\$

2. Number of claims where amounts were paid to settle claims related extra contractual obligations or bad faith claims resulting from lawsuits during the reporting period.

- A) 0-25 Claims
B) 26-50 Claims
C) 51-100 Claims
D) 101-500 Claims
E) More than 500 Claims

3. Indicate whether claim count information is disclosed per claim or per claimant.

- F) Per Claim
G) Per Claimant

NOTES TO FINANCIAL STATEMENTS (Continued) **(Electronic Filing Only)**

15. Leases

A. Disclose the following items related to lessee leasing arrangements (refer to SSAP No. 22, Leases):

2. For leases having initial or remaining noncancelable lease terms in excess of one year:

a. At January 1, of said year, the minimum aggregate rental commitments are as follows:
(whole dollars)

<u>Year Ending December 31</u>	<u>Operating Leases</u>
1.....	\$.....
2.....	\$.....
3.....	\$.....
4.....	\$.....
5.....	\$.....
6. Aggregate Total	\$.....

B. When leasing is a significant part of the lessor's business activities in terms of revenue, net income, or assets, disclose the following information with respect to leases:

1. Lessor Leases:

c. Future minimum lease payment receivables under noncancelable leasing arrangements as of December 31, of said year are as follows:

<u>Year Ending December 31</u>	<u>Operating Leases</u>
1.....	\$.....
2.....	\$.....
3.....	\$.....
4.....	\$.....
5.....	\$.....
6. Aggregate Total	\$.....

2. Leveraged Leases:

b. The Company's investment in leveraged leases as of December 31, of said year is

(whole dollars)

1. Income from leveraged leases before income
2. Less current income tax
3. Net income from leveraged leases

c. The components of the investment in leveraged leases as of December 31, of said year are as follows:
(whole dollars)

1. Lease contracts receivable (net of principal and interest on non-recourse financing)
2. Estimated residual value of leased assets
3. Unearned and deferred income
4. Investment in leveraged leases
5. Deferred income taxes related to leveraged leases
6. Net investment in leveraged leases

NONE

from

Prior Year

Current Year

Prior Year

16. Information about Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with Concentration of Credit Risk.

For financial instruments with off-balance risk, an insurer shall disclose in the financial statements the following information by class of financial instrument:

1. The table below summarizes the face amount of the Company's financial instruments with off-balance sheet risk:

	<u>Assets</u>		<u>Liabilities</u>	
	<u>Current Year</u>	<u>Prior Year</u>	<u>Current Year</u>	<u>Prior Year</u>
a. Swaps	\$.....	\$.....	\$.....	\$.....
b. Futures	\$.....	\$.....	\$.....	\$.....
c. Options	\$.....	\$.....	\$.....	\$.....
d. Total	\$.....	\$.....	\$.....	\$.....

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

C. Wash Sales

2. The details by NAIC designation 3 or below of securities sold during the current reporting period and reacquired within 30 days of the sale date are:

Bonds:

	<u>Number of Transactions</u>	<u>Book Value of Securities Sold</u>	<u>Cost of Securities Repurchased</u>	<u>Gain (Loss)</u>
a. NAIC 3	\$.....	\$.....	\$.....	\$.....
b. NAIC 4	\$.....	\$.....	\$.....	\$.....
c. NAIC 5	\$.....	\$.....	\$.....	\$.....
d. NAIC 6	\$.....	\$.....	\$.....	\$.....

Preferred Stock:

	<u>Number of Transactions</u>	<u>Book Value of Securities Sold</u>	<u>Cost of Securities Repurchased</u>	<u>Gain (Loss)</u>
e. NAIC P/RP3	\$.....	\$.....	\$.....	\$.....
f. NAIC P/RP4	\$.....	\$.....	\$.....	\$.....
g. NAIC P/RP5	\$.....	\$.....	\$.....	\$.....
h. NAIC P/RP6	\$.....	\$.....	\$.....	\$.....

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE Memphis Managed Care Corp

NOTES TO FINANCIAL STATEMENTS (Continued)
(Electronic Filing Only)

18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

A. ASO Plans:

The gain from operations from Administrative Services Only (ASO) uninsured plans and the uninsured portion of partially insured plans was as follows during said year:

	1	2	3
	ASC Uninsured Plans	Uninsured Portion of Partially Insured Plans	Total ASO
a. Net reimbursement for administrative expenses (including administrative fees) in excess of actual expenses	\$
b. Total net other income or expenses (including interest received from plans)	\$
c. Net gain or (loss) from operations	\$
d. Total claim payment volume	\$

NONE

B. ASC Plans

The gain from operations from Administrative Services Contract (ASC) uninsured plans and the uninsured portion of partially insured plans was as follows during said year:

	1	2	3
	ASC Uninsured Plans	Uninsured Portion of Partially Insured Plans	Total ASC
a. Gross reimbursement for medical cost incurred	\$	\$	\$
b. Gross administrative fees accrued	\$	\$	\$
c. Other income or expenses (including interest paid to or received from plans)	\$	\$	\$
d. Gross expenses incurred (claims and administrative)	\$	\$	\$
e. Total net gain or loss from operations	\$	\$	\$

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE Memphis Managed Care Corp
NOTES TO FINANCIAL STATEMENTS - ITEM 1A

1	2	3	4
State Prescribed Practices	Current	Prior	State of Domicile

NONE

NOTES TO FINANCIAL STATEMENTS - ITEM 5A02

1	2	3
Percent Reduced	Investment Excluding Accrued Interest	Number of Mortgages

NONE

NOTES TO FINANCIAL STATEMENTS - ITEM 13.10

	1	2	3	4	5	6	7	8
Description of Assets, Holder of Note and Other	Date Issued	Interest Rate	Par Value (Face Amount of Notes)	Carrying Value of Note	Principal and/or Interest Paid Current Year	Total Principal and/or Interest Paid	Unapproved Principal and/or Interest	Date of Maturity

NONE

NOTES TO FINANCIAL STATEMENTS - ITEM 13.11

1	2	3
Year (Starting with Current Year)	Change in Year Surplus	Change in Gross Paid-in and Contributed Surplus

NONE

NOTES TO FINANCIAL STATEMENTS - ITEM 19

Name and Address of Managing General Agent or Third Party Administrator	FEIN	Exclusive Contract	Types of Business Written	Type of Authority Granted	Total Direct Premiums Written/Produced By
---	------	--------------------	---------------------------	---------------------------	---

NONE

NOTES TO FINANCIAL STATEMENTS - ITEM 20F

Description of State Transferable Tax Credits	State	Carrying Value	Unused Amount
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NONE

NOTES TO FINANCIAL STATEMENTS - ITEM 20H

CUSIP #	Name of Issuer	General Description	Book/Adjusted Carrying Value
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NONE

NOTES TO FINANCIAL STATEMENTS - ITEMS 22B and 22C

Name of Reinsurer	Amount
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NONE

NOTES TO FINANCIAL STATEMENTS - ITEM 27A

1 Quarter	2 Estimated Pharmacy Rebates as Reported on Financial Statements	3 Pharmacy Rebates as Billed or Otherwise Confirmed	4 Actual Rebates Received Within 60 Days of Billing	5 Actual Rebates Received Within 91 to 180 Days of Billing	6 Actual Rebates Received More Than 180 Days After Billing
--------------	---	--	--	---	---

NONE

NOTES TO FINANCIAL STATEMENTS - ITEM 27B

1 Calendar Year	2 Evaluation Period Year Ending	3 Risk Sharing Receivable as Estimated in the Prior Year	4 Risk Sharing Receivable as Estimated in the Current Year	5 Risk Sharing Receivable Billed	6 Risk Sharing Receivable Not Yet Billed	7 Actual Risk Sharing Amounts Received in Year Billed	8 Actual Risk Sharing Amounts Received First Year Subsequent	9 Actual Risk Sharing Amounts Received Second Year Subsequent	10 Actual Risk Sharing Amounts Received - All Other
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NONE

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since prior year end unless otherwise noted)

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes () No (X)
- 1.2 If yes, has the report been filed with the domiciliary state? Yes () No ()
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes () No (X)
- 2.2 If yes, date of change:
3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes () No (X)
If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes () No (X)
- 4.2 If yes, provide name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile
.....
.....
.....
.....

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes () No () N/A (X)
If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 02/20/2007
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 11/11/2007
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 11/11/2007
- 6.4 By what department or departments?
.....
.....
- 6.5 Have any financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes () No () N/A (X)
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes () No () N/A (X)
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? (You need not report an action, either formal or informal, if a confidentiality clause is part of the agreement.) Yes () No (X)
- 7.2 If yes, give full information
.....
.....
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes () No (X)
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
.....
.....
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes () No (X)
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency (i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)) and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC
.....
.....
.....
.....

GENERAL INTERROGATORIES (continued)

(Responses to these interrogatories should be based on changes that have occurred since prior year end unless otherwise noted.)

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?
 (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
 (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
 (c) Compliance with applicable governmental laws, rules and regulations;
 (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
 (e) Accountability for adherence to the code. Yes () No ()
- 9.11 If the response to 9.1 is No, please explain:

- 9.2 Has the code of ethics for senior managers been amended? Yes () No ()
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).

- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes () No ()
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes () No ()
- 10.2 If yes, indicate the amounts receivable from parent included in the Page 2 amount: \$

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes () No ()
- 11.2 If yes, give full and complete information relating thereto:

12. Amount of real estate and mortgages held in other		\$
13. Amount of real estate and mortgages held in short		\$
14.1 Does the reporting entity have any investments in		Yes () No ()
14.2 If yes, please complete the following:		
	Book/ Adjusted Carrying Value	2 Current Quarter Book/ Adjusted Carrying Value
14.21 Bonds	\$	\$
14.22 Preferred Stock	\$	\$
14.23 Common Stock	\$	\$
14.24 Short-Term Investments	\$	\$
14.25 Mortgage Loans on Real Estate	\$	\$
14.26 All Other	\$	\$
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Line 14.21 to Line 14.26)	\$	\$
14.28 Total Investment in Parent Included in Line 14.21 to Line 14.26 above	\$	\$

- 15.1 Has the reporting entity entered into any hedging transactions reported on schedule DB? Yes () No ()
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes () No ()
- If no, attach a description with this statement.

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Location	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
------------------------------	------------------------------	------------------------	------------------------	---------------	--------------------------------------	---

NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

States, Etc.	1		Direct Business Only Year to Date							
	Active Status		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums and Other Considerations	7 Property/Casualty Premiums	8 Total Column 2 Through Column 7	9 Deposit-Type Contracts
1. Alabama	AL	N								
2. Alaska	AK	N								
3. Arizona	AZ	N								
4. Arkansas	AR	N								
5. California	CA	N								
6. Colorado	CO	N								
7. Connecticut	CT	N								
8. Delaware	DE	N								
9. District of Columbia	DC	N								
10. Florida	FL	N								
11. Georgia	GA	N								
12. Hawaii	HI	N								
13. Idaho	ID	N								
14. Illinois	IL	N								
15. Indiana	IN	N								
16. Iowa	IA	N								
17. Kansas	KS	N								
18. Kentucky	KY	N								
19. Louisiana	LA	N								
20. Maine	ME	N								
21. Maryland	MD	N								
22. Massachusetts	MA	N								
23. Michigan	MI	N								
24. Minnesota	MN	N								
25. Mississippi	MS	N								
26. Missouri	MO	N								
27. Montana	MT	N								
28. Nebraska	NE	N								
29. Nevada	NV	N								
30. New Hampshire	NH	N								
31. New Jersey	NJ	N								
32. New Mexico	NM	N								
33. New York	NY	N								
34. North Carolina	NC	N								
35. North Dakota	ND	N								
36. Ohio	OH	N								
37. Oklahoma	OK	N								
38. Oregon	OR	N								
39. Pennsylvania	PA	N								
40. Rhode Island	RI	N								
41. South Carolina	SC	N								
42. South Dakota	SD	N								
43. Tennessee	TN	N								
44. Texas	TX	N								
45. Utah	UT	N								
46. Vermont	VT	N								
47. Virginia	VA	N								
48. Washington	WA	N								
49. West Virginia	WV	N								
50. Wisconsin	WI	N								
51. Wyoming	WY	N								
52. American Samoa	AS	N								
53. Guam	GU	N								
54. Puerto Rico	PR	N								
55. U. S. Virgin Islands	VI	N								
56. Northern Mariana Islands	MP	N								
57. Canada	CN	N								
58. Aggregate Other Alien	OT	XXX								
59. Subtotal		XXX								
60. Reporting entity contributions for Employee Benefit Plans		XXX								
61. Total (Direct Business)	(a)									
DETAILS OF WRITE-INS										
5801.										
5802.										
5803.										
5898. Summary of remaining write-ins for Line 58 from overflow page										
5899. Total (Line 5801 through Line 5803 plus Line 5898) (Line 58 above)										

(a) Insert the number of "L" responses except for Canada and Other Alien.

**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES
OF INSURER MEMBERS OF A HOLDING COMPANY GROUP**

All entity members of a Holding Company Group that have acquired and/or disposed of any domestic entity (s) since filing the last annual or quarterly statement shall prepare a common schedule for inclusion in each of the individual quarterly statements

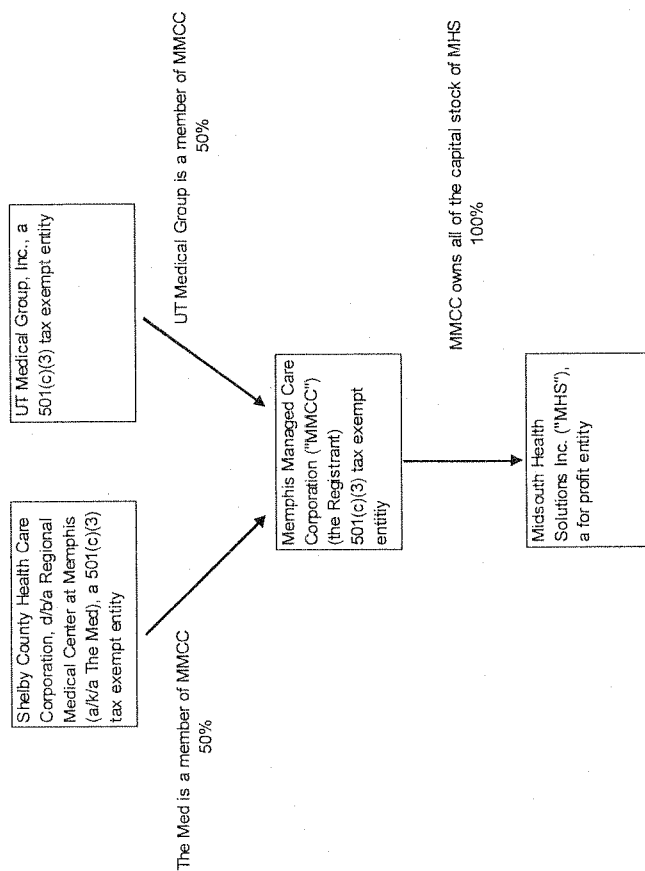
PART 1 - ORGANIZATIONAL LISTING

1 NAIC Group Code	2 Group Name	3 NAIC Company Code	4 State of Domicile	5 FEI Number	6 Name of Company
----------------------	-----------------	------------------------	------------------------	-----------------	----------------------

NONE

**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES
OF INSURER MEMBERS OF A HOLDING COMPANY GROUP**

PART 1 - ORGANIZATIONAL CHART



SCHEDULE A - VERIFICATION

Real Estate

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December		
2. Cost of acquired:		
2.1. Actual cost at time of acquisitions		
2.2. Additional investment made after ac		
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		
5. Deduct amounts received on disposals		
6. Total foreign exchange change in book/ad		
7. Deduct current year's other than temporar		
8. Deduct current year's depreciation		
9. Book/adjusted carrying value at end of cur		
Line 5 plus Line 6 minus Line 7 plus Line 8		
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)		

NONE**SCHEDULE B - VERIFICATION**

Mortgage Loans

	1 Year To Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding		
2. Cost of acquired:		
2.1. Actual cost at time of acquisitions		
2.2. Additional investment made after a		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and mortgage interest points and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Line 1 plus Line 2 plus		
Line 3 plus Line 4 plus Line 5 plus Line 6 minus Line 7 minus Line 8 plus Line 9 minus Line 10)		
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)		

NONE**SCHEDULE BA - VERIFICATION**

Other Long-Term Invested Assets

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December		
2. Cost of acquired:		
2.1. Actual cost at time of acquisitions		
2.2. Additional investment made after a		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Line 1 plus Line 2 plus Line 3 plus Line 4 plus		
Line 5 plus Line 6 minus Line 7 minus Line 8 plus Line 9 minus Line 10)		
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)		

NONE**SCHEDULE D - VERIFICATION**

Bonds and Stocks

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	814,032	20,291,225
2. Cost of bonds and stocks acquired		11,148,377
3. Accrual of discount	81,512	
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		146,577
6. Deduct consideration for bonds and stocks disposed of		31,020,139
7. Deduct amortization of premium		(247,992)
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Line 1 plus Line 2 plus Line 3 plus Line 4 plus		
Line 5 minus Line 6 minus Line 7 plus Line 8 minus Line 9)	895,544	814,032
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	895,544	814,032

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity

During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)								814,032
2. Class 2 (a)								
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds								814,032
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock								
15. Total Bonds and Preferred Stock								814,032

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation:

NAIC 1 \$; NAIC 2 \$; NAIC 3 \$; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

SCHEDULE DA - PART 1

Short-Term Investments Owned End of Current Quarter

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
8299999 Totals	NONE				

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book / adjusted carrying value, December 31 of prior year		
2. Cost of short-term investments acquired		
3. Accrual of discount		
4. Unrealized valuation increase (decrease) ..		
5. Total gain (loss) on disposals	NONE	
6. Deduct consideration received on disposals		
7. Deduct amortization of premium		
8. Total foreign exchange change in book/adju		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Line 1 + Line 2 + Line 3 + Line 4 + Line 5 - Line 6 - Line 7 + Line 8 - Line 9)		
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)		

SCHEDULE DB - PART F - SECTION 1

Replicated (Synthetic) Assets Open

Replicated (Synthetic) Asset					Components of the Replicated (Synthetic) Asset							
1	2	3	4	5	Derivative Instruments Open		Cash Instrument(s) Held					
Replication RSAT Number	Description	NAIC Designation or Other Description	Statement Value	Fair Value	6	7	8	9	10	11	12	
					Description	Fair Value	CUSIP	Description	Statement Value	Fair Value	NAIC Designation or Other Description	

NONE

SCHEDULE DB - PART F - SECTION 2

Reconciliation of Replicated (Synthetic) Assets Open

	First Quarter		Second Quarter		Third Quarter		Fourth Quarter		Year To Date	
	1	2	3	4	5	6	7	8	9	10
1. Beginning Inventory										
2. Add: Opened or Acquired Transactions										
3. Add: Increases in Replicated Asset Statement Value										
4. Less: Closed or Disposed of Transactions										
5. Less: Positions Disposed of for Falling Effectiveness Criteria										
6. Less: Decreases in Replicated (Synthetic) Asset Statement Value										
7. Ending Inventory										

NONE

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of short-term investments acquired		
3. Accrual of discount		
4. Unrealized valuation incre		
5. Total gain (loss) on disp		
6. Deduct consideration rec		
7. Deduct amortization of pi		
8. Total foreign exchange cl		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Line 1 + Line 2 + Line 3 + Line 4 + Line 5 - Line 6 - Line 7 + Line 8 - Line 9)		
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)		

NONE

SCHEDULE A - PART 2

Showing All Real Estate ACQUIRED and Additions Made During the Current Quarter

1 Description of Property	Location		4 Date Acquired	5 Name of Vendor	6 Actual Cost at Time of Acquisition	7 Amount of Encumbrances	8 Book / Adjusted Carrying Value Less Encumbrances	9 Additional Investment Made After Acquisition
	2 City	3 State						

NONE

SCHEDULE A - PART 3

Showing All Real Estate DISPOSED During the Quarter, Including Payments During the Final Year on "Sales under Contract"

1 Description of Property	Location		4 Disposal Date	5 Name of Purchaser	6 Actual Cost	7 Expended for Additions, Improvements and Changes in Encumbrance	8 Book/Adjusted Carrying Value Less Encumbrances End Year	Change in Book/Adjusted Carrying Value Less Encumbrances			14 Book/Adjusted Carrying Value Less Encumbrances	15 Amounts Received During Year	16 Foreign Exchange Gain (Loss) on Disposal	17 Realized Gain (Loss) on Disposal	18 Total Gain (Loss) on Disposal	19 Gross Income Earned Less Interest Incurred on Encumbrances	20 Taxes, Repairs and Expenses Incurred
	2 City	3 State						9 Current Year's Depreciation	10 Current Year's Other Than Temporary Impairment Determined	11 Current Year's Change in Encumbrances	12 Total Change in B./A.C.V. (+/-)	13 Total Foreign Exchange Change in B./A.C.V. (+/-)					

NONE

SCHEDULE B - PART 2

Showing All Mortgage Loans ACQUIRED during the Current Quarter

1 Loan Number	Location		4 Loan Type	5 Date Acquired	6 Rate of Interest	7 Actual Cost at Time of Acquisition	8 Additional Investment Made After Acquisition	9 Value of Land and Buildings
	2 City	3 State						

NONE

SCHEDULE B - PART 3

Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1 Loan Number	Location		4 Loan Type	5 Date Acquired	6 Disposal Date	7 Book Value/Recorded Investment Excluding Accrued Interest Prior Year	Change in Book Value/Recorded Investment					14 Book Value/Recorded Investment Excluding Accrued Interest on Disposal	15 Consideration	16 Foreign Exchange Gain (Loss) on Disposal	17 Realized Gain (Loss) on Disposal	18 Total Gain (Loss) on Disposal
	2 City	3 State					8 Unrealized Valuation Increase (Decrease)	9 Current Year's (Amortization)/Accretion	10 Current Year's Other Than Temporary Impairment Recognized	11 Capitalized Deferred Interest and Other	12 Total Change in Book Value (9+10-11)	13 Total Foreign Exchange Change in Book Value				

NONE

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets ACQUIRED During the Current Quarter

1 CUSIP Identification	2 Name or Description	Location		5 Name of Vendor or General Partner	6 NAIC Designation	7 Date Originally Acquired	8 Type and Strategy	9 Actual Cost at Time of Acquisition	10 Additional Investment Made After Acquisition	11 Amount of Encumbrances	12 Commitment for Additional Investment	13 Percentage of Ownership
		3 City	4 State									

NONE

SCHEDULE BA - PART 3

Showing Other Long-Term Invested Assets DISPOSED, Transferred or Repaid During the Current Quarter

1 CUSIP Identification	2 Name or Description	Location		5 Name of Purchaser or Nature of Deposit	6 Date Originally Acquired	7 Disposal Date	8 Book/Adjusted Carrying Value Less Encumbrances Prior Year	Change in Book/Adjusted Carrying Value					15 Book/Adjusted Carrying Value Less Encumbrances on Disposal	16 Consideration	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Investment Income
		3 City	4 State					9 Unrealized Valuation Increase (Decrease)	10 Current Year's (Depreciation) or (Amortization)/ Accretion	11 Current Year's Other Than Temporary Impairment Recognized	12 Capitalized Deferred Interest and Other	13 Total Change in B / A, C, V, (9+10-11+12)	14 Total Foreign Exchange Change in B / A, C, V.					

NONE

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value -	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)

NONE

(a) For all common stock bearing the NAIC market indicator "U" provide the number of such issues

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of
by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Per Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	11	12	13	14	15	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Designa- tion or Market Indi- cator (a)
										Unrealized Valuation Increase/ (Decrease)	Current Year's (Amorti- zation)/ Accretion	Current Year's Other Than Temporary Impairment/ Recognized	Total Change in B./A.C.V. (11+12+13)	Total Foreign Exchange Change in B./A.C.V.							

NONE

(a) For all common stock bearing the NAIC market indicator 'U' provide the number of such issues

SCHEDULE DB - PART A - SECTION 1

Showing all Options, Caps, Floors and Insurance Futures Options Owned at Current Statement Date

1 Description	2 Number of Contracts or Notional Amount	3 Date of Maturity, Expiry, or Settlement	4 Strike Price, Rate or Index	5 Date of Acqui- sition	6 Exchange or Counterparty	7 Cost/Option Premium	8 Book Value	9 •	10 Statement Value	11 Fair Value	12 Year to Date Increase/(Decrease) by Adjustment	13 Used to Adjust Basis of Hedged Item	14 Other Investment/ Miscellaneous Income
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NONE

SCHEDULE DB - PART B - SECTION 1

Showing all Options, Caps, Floors and Insurance Futures Options Written and In-Force at Current Statement Date

1 Description	2 Number of Contracts or Notional Amount	3 Date of Maturity, Expiry, or Settlement	4 Strike Price, Rate or Index	5 Date of Issuance/ Purchase	6 Exchange or Counterparty	7 Consideration Received	8 Book Value	9 •	10 Statement Value	11 Fair Value	12 Year to Date Increase/(Decrease) by Adjustment	13 Used to Adjust Basis	14 Other Investment/ Miscellaneous Income
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NONE

SCHEDULE DB - PART C - SECTION 1

Showing all Collar, Swap and Forwards Open at Current Statement Date

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Description	Notional Amount	Date of Maturity, Expiry, or Settlement	Strike Price, Rate or Index Rec (Pay)	Date of Opening Position or Agreement	Exchange or Counterparty	Cost or (Consideration Received)	Book Value		Statement Value	Fair Value	Year to Date Increase (Decrease) by Adjustment	Used to Adjust Basis of Hedged Item	Other Investment / Miscellaneous Income	Potential Exposure

NONE

SCHEDULE DB - PART D - SECTION 1

Showing all Futures Contracts and Insurance Futures Contracts at Current Statement Date

1	2	3	4	5	6	7	8	9	Variation Margin Information			13
Description	Number of Contracts	Maturity Date	Original Value	Current Value	Variation Margin	Date of Opening Position	Exchange or Counterparty	Cash Deposit	10	11	12	Potential Exposure
									Recognized	Used to Adjust Basis of Hedged Item	Deferred	

NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository		2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
Name	Location and Supplemental Information	Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	6 First Month	7 Second Month	8 Third Month	*
Open Depositories									
REGIONS GO	TN					3,249,014	3,249,014	3,347,320	
CLAIMS	TN					73,984	73,984	73,984	
ESCROW	TN					2,000,000	2,000,000	2,046,535	
TRUST	TN					1,665,997	1,665,997	1,708,321	
0199999 - TOTAL - Open Depositories						6,988,995	6,988,995	7,176,160	
0399999 - TOTAL Cash on Deposit						6,988,995	6,988,995	7,176,160	
0599999 - TOTALS						6,988,995	6,988,995	7,176,160	

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book Adjusted Carrying Value	7 Amount of Interest Due and Accrued	8 Amount Received During Year
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NONE



SUPPLEMENT FOR THE QUARTER ENDING SEPTEMBER 30, 2008 OF THE Memphis Managed Care Corp

MEDICARE PART D COVERAGE SUPPLEMENT

(Net of Reinsurance)

NAIC Group Code: 0000

NAIC Company Code: 00000

	1	2	3	4	5
	Individual Coverage		Group Coverage		Total Cash
	Insured	Uninsured	Insured	Uninsured	
1. Premiums Collected				XXX	XXX
2. Earned Premiums				XXX	XXX
3. Claims Paid				XXX	XXX
4. Claims Incurred				XXX	XXX
5. Reinsurance Coverage and Low Income (
Claims Paid Net of Reimbursements App					
6. Aggregate Policy Reserves - Change				XXX	XXX
7. Expenses Paid				XXX	XXX
8. Expenses Incurred				XXX	XXX
9. Underwriting Gain or Loss				XXX	XXX
10. Cash Flow Result	XXX	XXX	XXX	XXX	

NONE

(a) Uninsured Receivable/Payable with CMS at End of Quarter: \$ due from CMS or \$ due to CMS

STATEMENT AS OF September 30, 2008 OF THE MEMPHIS MANAGED CARE CORP.

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

¹ Name of Debtor	² 1 - 30 Days	³ 31 - 60 Days	⁴ 61 - 90 Days	⁵ Over 90 Days	⁶ Non Admitted'	⁷ Admitted
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NONE

STATEMENT AS OF September 30, 2008 OF THE MEMPHIS MANAGED CARE CORP.

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Non Admitted	7 Admitted
0199999 Pharmaceutical Rebate Receivables						
0299999 Claim Overpayment Receivables	-	-	-	450,524	450,524	-
0399999 Loans and Advances to Providers				119,642	119,642	-
0499999 Capitalization Arrangement Receivables						
0599999 Risk Sharing Receivables						
0699999 Other Receivables				-	-	-
0799999 Gross Health Care Receivables				570,166	570,166	-

STATEMENT AS OF September 30, 2008 OF THE MEMPHIS MANAGED CARE CORP.

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1 Name of Affiliate	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Non Admitted'	7 Admitted		8 Non-Current
						Current		
Med-MRI	0	0	0	0	0	0	0	0
Medplex	0	0	0	3,000	3,000	0	0	0
The Health Loop	0	0	0	0	0	0	0	0
Midsouth Health Solutions	0	0	0	0	0	0	0	0
01999999 Individual Listed Receivables	0	0	0	3,000	3,000	0	0	0
02999999 Receivables Not Individually Listed								
03999999 Total Gross amounts Receivable	0	0	0	3,000	3,000	0	0	0

Report #2A: TENNCARE OPERATIONS STATEMENT OF REVENUES AND EXPENSES

	Current Year		Previous Year
	Current Period	Year to Date Total	Total
Member Months	0	1,679,159	2,246,795
REVENUES:			
1 TennCare Capitation	0	0	373,474,597
2 Investment	0	0	1,313,408
3 Other Revenue	0	0	53,226
4 Total Revenue	0	0	374,841,231
EXPENSES:			
Medical and Hospital Services			
5 Capitated Physician Services	0	0	12,172,604
6 Fee for Service Physician Services	0	0	39,294,873
7 Inpatient Hospital Services	0	0	56,586,552
8 Outpatient Services	0	0	85,315
9 Emergency Room Services	0	0	24,010,446
10 Mental Health Services	0	0	24,488
11 Dental Services	0	0	0
12 Vision Services	0	0	2,118,889
13 Pharmacy Services	0	0	(255)
14 Home Health Services	0	0	6,529,248
15 Chiropractic Services	0	0	0
16 Radiology Services	0	0	1,521,329
17 Laboratory Services	0	0	8,432,875
18 Durable Medical Equipment Services	0	0	298,038
19 Transportation Services	0	0	3,802,540
20 Outside Referrals	0	0	0
21 Medical incentive Pool and Withhold Adjustments	0	0	0
22 Occupancy Depreciation and Amortization	0	0	0
23 Other Medical and Hospital Services	0	0	151,258,715
24 IBNR	0	0	35,904,045
25 Subtotal	0	0	342,039,702
26 Reinsurance Expense Net of Recoveries	0	0	0
LESS:			
27 Copayments	0	0	0
28 Subrogation			0
29 Coordination of Benefits			0
30 Subtotal	0	0	0
30 TOTAL MEDICAL, HOSPITAL & IBNR	0	0	342,039,702
Administration			
31 Compensation	0	0	8,510,052
32 Marketing	0	0	0
33 Interest Expense	0	0	92
34 Premium Tax Expense	0	0	6,514,857
35 Occupancy Depreciation and Amortization	0	0	598,436
36 Other Administration	0	0	8,948,701
37 TOTAL ADMINISTRATION	0	0	24,572,138
38 TOTAL EXPENSES	0	0	366,611,840
39 NET INCOME (LOSS)	0	0	8,229,391